

## **EXHIBIT A**

### **Schedule of Debtors**

<b>DEBTOR</b> <b>(Other names used by the Debtor)</b>	<b>TAX ID NO</b>
Aidart Distributors Corp.	13-6135491
Aidart Pictures, Inc.	13-6135384
Albino Alligator Productions, Inc.	95-4533875
Alpha Library Company, Inc.	95-4590796
Altar Productions, Inc.	95-3928257
American International Pictures, Inc.	95-3898645
Ameriglad Holdings LLC	39-2070618
Backlot Productions Inc.	95-4860998
Band Films, Inc.	95-3879273
Beginning To Roar Inc.	95-4662104
Beta Library Company, Inc.	95-4630381
Beverly Hills Ninja Productions, Inc.	95-4548625
Brighton Productions, Inc.	95-3312978
Candantino Music, Inc.	52-1602101
Canzone Music, Inc.	13-2624793
Carcassonne Productions Inc.	56-2334777
Charles Band Films, Inc.	95-3948813
Cosmic Title Corp.	95-4624439
Days Picture Corporation	13-6135419
Dayton Film Productions, Inc.	95-3408062
Delta Library Company, Inc.	95-4550364
Delta Library Holdings, Inc.	95-4550362
Domestic Library Acquisition, LLC	95-4823504
Donna Music Publications	95-6080697
El Paso Films LLC	No EIN Applicable
Empire Entertainment, Inc.	95-3979268
Epic Pictures Enterprises, Inc.	95-4158563
Epsilon Library Company, Inc.	95-4595687
F.P. Productions	95-2041603
Famous Artists Agency, Inc.	95-0729360
Famous Artists Productions, Inc.	95-1906073
First Walnut Inc.	95-4671828
Flipper Productions, Inc.	95-1782000
Foreign Library Acquisition LLC	95-4823506
G-2 Entertainment Company	95-4438510
G26 Company	95-4704218
Gamma Library Company, Inc.	95-4613426
Ghoulies Productions, Inc.	95-3887449

Grand Talk Inc.	95-4640421
Heritage Entertainment, Inc.	95-4053860
Ivan Tors Music, Inc.	95-2511516
JH Productions Inc.	95-2496446
Lambda Library Company, Inc.	95-4617880
Lexyn Productions, Inc.	95-3929055
Lion Independent Television Inc.	95-4032675
Lopert Pictures Corporation	13-1923659
Maple Street Entertainment Inc.	95-4431927
Massachusetts Productions LLC	94-3469889
MCEG Sterling Computer Services	95-4140553
MCEG Sterling Development	95-4126070
MCEG Sterling Entertainment	95-2214871
MCEG Sterling Productions	95-4180219
Media Resources Credit Corporation	13-3528381
Metro Pictures Corporation of America	95-3993708
Metro-Goldwyn-Mayer Animation Inc.	13-1828183
Metro-Goldwyn-Mayer Distribution Co.	95-4486465
Metro-Goldwyn-Mayer Home Entertainment LLC	57-1148596
Metro-Goldwyn-Mayer Inc.	95-4605850
Metro-Goldwyn-Mayer India, Ltd.	13-6067411
Metro-Goldwyn-Mayer Interactive Productions Inc.	95-4624446
Metro-Goldwyn-Mayer Lion Corp.	95-4069019
Metro-Goldwyn-Mayer Motion Picture Co.	13-6067407
Metro-Goldwyn-Mayer Music Inc.	95-4599144
Metro-Goldwyn-Mayer of China, Inc.	13-6067416
Metro-Goldwyn-Mayer Online Inc.	95-4599142
Metro-Goldwyn-Mayer Overseas Inc.	95-4553054
Metro-Goldwyn-Mayer Pictures Inc.	95-4158381
Metro-Goldwyn-Mayer Studios Inc.	95-4452285
MGM and UA Services Company	95-4504664
MGM Development Inc.	13-1896288
MGM Digital Development Inc.	82-0538570
MGM Direct Inc.	95-4755519
MGM Domestic Digital Media Inc.	38-3745458
MGM Domestic Networks LLC	37-1553966
MGM Domestic Television Distribution LLC	95-4667114
MGM Domestic TV Networks LLC	80-0195553
MGM Franchise Film Co. LLC	36-4641196
MGM Global Holdings Inc.	95-4640420
MGM HD Productions LLC	37-1553969
MGM Holdings Inc.	56-2500545
MGM Holdings II Inc.	56-2500553
MGM Home Entertainment Distribution Corp.	95-4704219
MGM Interactive Inc.	95-4599140

MGM International Digital Media Inc.	32-0185923
MGM International Television Distribution Inc.	95-4599146
MGM LAPTVC LLC	57-1148600
MGM Lion Prints LLC	90-0111624
MGM ME Inc.	95-4845950
MGM Middle East Co.	95-4827252
MGM Networks Inc.	95-4599139
MGM Networks U.S. Inc.	02-0615668
MGM NMOC LLC	No EIN Applicable
MGM North America Holdings Inc.	95-4798180
MGM On Demand Inc.	95-4877733
MGM Super Productions Inc.	95-4645760
MGM Television Australia Inc.	95-4566697
MGM Television Entertainment Inc.	95-4495886
MGM/UA, Inc.	95-4114327
Midnight Blue Productions, Inc.	95-4550624
Musicways, Inc.	95-2980079
NSNA Co.	95-4708219
Omega Library Company, Inc.	13-4051773
OPC Music Publishing, Inc.	95-2581750
Orion Film Classics Company	95-3441269
Orion Home Entertainment Corporation	22-2683277
Orion Music Publishing, Inc.	95-2980080
Orion Pictures Corporation	95-4556565
Orion Pictures Distribution Corporation	95-3304776
Orion Pictures Library Acquisition Co., Inc.	95-4717564
Orion Productions Company	95-4474270
Orion TV Productions, Inc.	13-1845120
P & F Acquisition Corp.	95-4671825
Panther & Pals LLC	39-2070615
Partnership Picture Corp.	13-6135506
Pathe Entertainment Moviesongs, Inc.	95-4311605
Pathe Entertainment Music, Inc.	95-4286954
Pathe Films Inc.	13-2986269
Pathe Releasing Corp.	95-4016244
Pathe TS, Inc.	95-4059724
PFE Library Acquisition Company, Inc.	95-4667397
Purple Photoplays, Inc.	13-6135516
Red Corner Production Inc.	95-4566696
Sarafilms Productions Inc.	73-1688750
She Spies Inc.	82-0538571
Sigma Library Company, Inc.	95-4544038
Singles Productions, Inc.	95-4132051
Tangled Web Productions Inc.	95-4612384
Taryn Productions, Inc.	95-4029289

The Azimuth Company, Inc.	95-1954392
The Mirisch Corporation of Delaware	95-2217975
The War At Home Productions, Inc.	95-4545415
THIS Network LLC	32-0257547
Three P Holdings LLC	39-2070611
Three Pictures Corporation	94-1712157
Time Production Inc.	32-0015217
Turbo Productions Inc.	95-4890066
U.A. of Brazil, Inc.	13-1861300
U/A Music, Inc.	95-3896686
United Artists China, Inc.	13-1690539
United Artists Corporation	95-4080805
United Artists Corporation of Egypt	13-6117113
United Artists Corporation of Puerto Rico	13-6117082
United Artists Europa, Inc.	13-2668608
United Artists Films (Mr. Accident) Inc.	95-4705814
United Artists Films Company	95-4140289
United Artists Films Inc.	95-4669459
United Artists Music (Belgium), Inc.	13-2920328
United Artists Music Inc.	95-4861000
United Artists Overseas, Inc.	13-6119153
United Artists Pictures Inc.	13-1424060
United Artists Productions Inc.	95-4566698
United Artists Records Inc.	95-4861002
United Artists Television Corp.	13-1686624
United Lion Music, Inc.	95-3896688
Ventura/Gloria Films Inc.	95-4781258
Virgin Vision, Inc.	95-4035628
Wargames II Productions Inc.	95-4827250
Webspinner Inc.	95-4624449
Wizard Video, Inc.	95-3585047
Zeta Library Company, Inc.	13-4009714

## **EXHIBIT B**

### **List of First Day Pleadings**

1. **"Joint Administration"** – Debtors' Motion for Order (A) Directing Joint Administration of the Chapter 11 Cases Under Fed. R. Bankr. P. 1015(b) and (B) Waiving Requirements of 11 U.S.C. § 342(c)(1) and Fed. R. Bankr. P. 1005 and 2002(n)
2. **"Consolidated Lists"** – Debtors' Motion for Order (A) Waiving Certain Creditor List Filing Requirements and (B) Authorizing the Filing of a Consolidated List of Top 50 Unsecured Creditors
3. **"Schedules and Statements"** – Debtors' Motion for Order (A) Dispensing with the Requirement of Filing Schedules and Statements of Financial Affairs, (B) Pending the Waiver of Such Requirement, Granting Additional Time to File Schedules and Statements of Financial Affairs, (C) Authorizing Debtors to File Required Monthly Operating Reports on a Consolidated Basis, and (D) Establishing Certain Notice Procedures
4. **"Solicitation, Disclosure Statement and Plan Confirmation Scheduling"** – Debtors' Motion for Order (I) Scheduling Combined Hearing on Adequacy of Disclosure Statement and Prepetition Solicitation Procedures and Confirmation of Plan, (II) Establishing Procedures for Objecting to Disclosure Statement, Solicitation Procedures, and Plan, (III) Approving Form, Manner, and Sufficiency of Notice of Combined Hearing, and (IV) Granting Related Relief
5. **"Claims Agent Retention"** – Debtors' Application for Order Under 28 U.S.C. § 156(c), Fed. R. Bankr. P. 2002, S.D.N.Y. LBR 5075-1, and General Order M-409 Authorizing Retention and Appointment of Donlin, Recano & Company, Inc. as Claims and Noticing Agent
6. **"Ordinary Course Professionals"** – Debtors' Motion for Order Authorizing Retention of Professionals Utilized in Ordinary Course of Business
7. **"Employee Benefits"\*** – Debtors' Motion for Order Under 11 U.S.C. §§ 105, 363(b), 507(a), 541(b)(7), 1107(a), and 1108 for Order (I) Authorizing, but Not Directing, Debtors to (A) Pay Certain Prepetition Compensation, (B) Continue Employee Benefit Programs, and (C) Pay Related Costs, (II) Directing Financial Institutions to Honor All Related Checks and Electronic Payment Requests
8. **"Cash Management"\*** – Debtors' Motion for Order Under 11 U.S.C. §§ 105, 345, 363, 364, 503, 1107, and 1108 (I) Authorizing Continued Use of Existing Cash Management System, Bank Accounts, and Business Forms, and Payment of Related Prepetition Obligations, (II) Waiving Investment and Deposit Requirements, (III) Authorizing Continued Engagement in

Intercompany Transactions, and (IV) According Administrative Expense Priority Status to All Postpetition Intercompany Claims

9. **"Utilities"**\* – Debtors' Motion for Order Determining Adequate Assurance of Payment for Future Utility Services and Granting Related Relief
10. **"Prepetition Claims"**\* – Debtors' Motion for Interim and Final Orders Authorizing the Debtors to Pay Prepetition Claims in Ordinary Course of Business
11. **"Residuals and Participations"**\* – Debtors' Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 363, 1107 and 1108, and Fed. R. Bankr. P. 6003 Authorizing Payment of Prepetition Residuals and Participations in the Ordinary Course of Business
12. **"Shippers"**\* – Debtors' Motion for Interim and Final Orders Under 11 U.S.C. §§ 105(a), 363(b), 1107, and 1108 (I) Authorizing, but Not Directing, the Debtors to Pay Certain Prepetition Shipping, Storage Facility and Laboratory Charges and (II) Directing Banks to Honor Payments Relating to Such Charges
13. **"Production and Marketing Costs"**\* – Debtors' Motion for Order Authorizing Payment of Production and Marketing Costs in the Ordinary Course of Business
14. **"Tax"**\* – Debtors' Motion for Order Under 11 U.S.C. §§ 105(a), 506(a), 507(a)(8), 541, 1107, 1108, and 1129 (I) Authorizing, but Not Directing, the Debtors to Pay Sales, Use, and Foreign Taxes and (II) Directing Banks to Honor Payments Relating to Such Taxes
15. **"Motion to Schedule Hearing on Break-Up Fee Motion"** – Debtors' Motion for Order Under 11 U.S.C. §§ 105, 363(b), 364(c)(1), and 503(b) Granting (I) Break-Up Fee and Expense Reimbursement Pursuant to Investment Agreement Superpriority Administrative Expense Status and (II) Unpaid Fees and Expenses Pursuant to Letter of Intent Administrative Expense Status
16. **"Credit Agreement Cash Collateral"**\* – Debtors' Motion for Entry of Interim and Final Stipulated Orders Under 11 U.S.C. §§ 361, 363, and 507(b), and Fed. R. Bankr. P. 4001(b) (I) Authorizing the Use of Cash Collateral and Related Relief Respecting the MGM Credit Facility, (II) Granting Adequate Protection and (III) Scheduling a Final Hearing
17. **"DDI and UAPF Cash Collateral Motion"**\* – Debtors' Motion for Order (I) Authorizing Limited Use of Prepetition Collateral (of Domestic Distribution Inc. and United Artists Production Finance LLC), (II) Granting Adequate Protection, and (III) Granting Related Relief
18. **"Motion to Schedule Hearing on Space Reduction Motion"**\* – Debtors' Motion for Order Approving Space Reduction Agreement and Transactions Thereunder, and Granting Related Relief

19. "**Motion to Schedule Hearing on Non-Material Plan Modifications Motion**" – Debtors'  
Motion for Order Under 11 U.S.C. §§ 105 and 1127 and Fed. R. Bankr. P. 3019(a) (I)  
Finding that Plan Modifications are Non-Material and (II) Deeming the Plan, as Modified,  
Accepted by Class 3 Creditors Who Previously Accepted the Plan

\* Contemporaneously herewith, the Debtors are submitting the Declaration of Steve Hendry, Senior Executive Vice President, Finance, in support of such pleadings.

## **EXHIBIT C**

### **List of Committees Formed Prior to the Petition Date**

As required under Local Rule 1007-2(a)(3), the following is the names and addresses of the members of, and attorneys for, a steering committee organized prior to the order for relief in these chapter 11 cases, and a brief description of the circumstances surrounding the formation of the committee and the date of its formation.

<b>Committee</b>	<b>Members</b>	<b>Attorneys</b>	<b>Description</b>	<b>Date of Formation</b>
Steering Committee <sup>1</sup>	Anchorage Capital Group LLC 610 Broadway, 6th Fl. New York, NY 10012	Simpson Thacher & Bartlett LLP  425 Lexington Ave. New York, NY 10017	Committee was formed to facilitate the negotiation of a debt restructuring.	April 2009
	Davidson Kempner Capital Management 65 East 55th St., 19th Fl. New York, NY 10022			
	Eaton Vance 2 International Place Boston, MA 02110			
	Highland Capital Management 13455 Noel Road, Ste. 800 Dallas, TX 75240			
	ING 7337 E Doubletree Ranch Rd. #105 Scottsdale, AZ 85258-2034			

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<sup>1</sup> An informal committee of certain members of the Steering Committee was formerly represented by Bingham McCutchen LLP. Contact: Bingham McCutchen LLP, 399 Park Avenue, New York, NY 10022-4689, Attn: Jeffrey S. Sabin. Furthermore, White & Case LLP purports to represent an ad hoc group of institutions that are, or that manage funds that are, directly or indirectly senior lenders under the Credit Agreement; however, the Debtors have not been provided with any information to substantiate that claim. Contact: White & Case LLP, Wachovia Financial Center, Suite 4900, 200 South Biscayne Boulevard, Miami, FL 33131-2352, Attn: Thomas E. Lauria.



Committee	Members	Attorneys	Description	Date of Formation
	JPMorgan Chase Bank, N.A. 270 Park Ave New York, NY 10017			
	Invesco Inc. 1166 Avenue of the Americas, 26th Floor New York, NY 10036			
	Royal Bank of Scotland plc New York Branch 600 Washington Blvd. Stanford, CT 06901			
	Solus Alternative Asset Management 430 Park Avenue New York, NY 10022			

## EXHIBIT D

### 50 Largest Unsecured Claims (Excluding Insiders)<sup>1</sup>

As required and in addition to what is required under Local Rule 1007-2(a)(4), the following is a schedule of the Debtors' 50 largest unsecured claims as of October 15, 2010 on a consolidated basis, excluding claims of insiders as defined in Bankruptcy Code section 101(31).

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
1. NBC Universal  100 Universal City Plaza Building 1440, 31st Floor Universal City, CA 91608	Andrea Melville, Esq. EVP Business & Legal Affairs  andrea.melville@nbc uni.com  (818) 866-5616  100 Universal City Plaza Building 1440, 31st Floor Universal City, CA 91608	Contract		\$34.6 million

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<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits and adjustments, which are not reflected on this schedule.

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
2. Showtime Networks, Inc.  1633 Broadway, 16th Floor New York , NY 10019	Kent Sevensen  kent.sevensen@showtime.net  (212)708-1391  1633 Broadway, 16th Floor New York, NY 10019	Advances	Contingent	\$25.5 million
3. Rainbow Media Holdings  11 Penn Plaza 15th Floor New York, NY 10001	Jamie Gallagher, EVP and General Counsel  jgallagher@rainbow-media.com  (646) 273-3789  11 Penn Plaza 15th Floor New York, NY 10001	Advances	Contingent	\$ 22.9 million
4. Activision  3100 Ocean Park Blvd. Santa Monica, CA 90405	Gregory Deutsch  Gdeutsch@activision.com  (310) 255-2152  3100 Ocean Park Blvd. Santa Monica, CA 90405	Advances	Contingent	\$ 19.0 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
5. Deluxe Laboratories, Inc.  1377 North Serrano Ave Hollywood, CA 90027	Scott Ehrlich  Scott.Ehrlich@BYD ELUXE.COM  (323) 389-0506  1377 North Serrano Ave Hollywood, CA 90027	Advances	Contingent	\$ 14.1 million
6. Turner Entertainment Networks  1050 Techwood Drive, NW 4th Floor Atlanta, GA 30318	Tiffany Golden  Tiffany.Golden@turn er.com  (404) 885-2414  1050 Techwood Drive, NW 4th Floor Atlanta, GA 30318	Advances	Contingent	\$ 9.6 million
7. Starz Entertainment LLC  8900 Liberty Circle Englewood, CO 80111	Michael Roberts  Michael.Roberts@sta rz.com  (720) 852-6307  8900 Liberty Circle Englewood, CO 80111	Advances	Contingent	\$ 9.1 million
8. Sonopress (Arvato Digital Services)  Carl Bertelsmann Str 161F P.O. Box 505 Gutersloh 33311 Germany	Dr. Hermann Heemeyer  +49 524 1735 43  Carl Bertelsmann Str 161F P.O. Box 505 Gutersloh 33311 Germany	Contract		\$ 7.3 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
9. Motion Picture Industry Plan (IATSE)	David Wescoe  dwescoe@mpiphp.org  (818) 769-1793  P.O. Box 1999 Studio City, CA 91614-1999	Contract		\$ 6.2 million
10. Columbia House  28 East 28th Street 8th Floor New York , NY 10016	Cliffton B. Knight, Jr.  Clif.Knight@bertelsmann.com  (212)930-4755  28 East 28th Street 8th Floor New York, NY 10016	Advances	Contingent	\$ 4.6 million
11. Screen Actors Guild  5757 Wilshire Blvd. Los Angeles, CA 90036-3600	David White  dwhite@sag.org  (323) 549-6605  5757 Wilshire Blvd. Los Angeles, CA 90036-3600	Contract		\$ 4.6 million
12. Owens Corning  2790 Columbus Road Route 16 Granville, OH 43023	James Dottavio  james.j.dottavio@owenscorning.com  (740) 321-4475  2790 Columbus Road Route 16 Granville, OH 43023	Advances	Contingent	\$ 4.6 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
13. Danjaq, LLC  2400 Broadway St., Ste. 310 Santa Monica, CA 90404	Debbie Arvesen  debbie.arvesen@danjaq.com  (310) 449-3189  2400 Broadway St., Ste. 310 Santa Monica, CA 90404	Contract		\$ 4.3 million
14. USA Networks  30 Rockefeller Plaza 21st Floor New York , NY 10112	Russell Friedman  Russell.friedman@nbcuni.com  (212) 790-3357  30 Rockefeller Plaza 21st Floor New York, NY 10112	Advances	Contingent	\$ 3.5 million
15. Epix  1515 Broadway - 43rd Floor New York , NY 10036	Keith Eckert  keckert@epixhd.com  (212) 846-2194  1515 Broadway - 43rd Floor New York, NY 10036	Advances	Contingent	\$ 3.5 million
16. Tele-Muenchen Fernseh  Kaufingerstrasse 24 Munich D-80331 Germany	Bernd Kollmitzer  kollmitzer@tmg.de  +49 89 290 93 149  Kaufingerstrasse 24 Munich D-80331 Germany	Advances	Contingent	\$ 3.1 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
17. SyFy Network  USA Network 30 Rockefeller Plaza, 18th floor New York , NY 10112	Chris Weil  Christopher.Weil@nbcuni.com  (212) 703-8501  USA Network 30 Rockefeller Plaza, 18th floor New York, NY 10112	Contract		\$ 2.6 million
18. Alberto Grimaldi Productions S.A.  53 Emleys Hill Road Cream Ridge, NJ 08514	Ronald S. Taft, Esq.  ronaldtaftpc@verizon.net  (609) 758-8831  53 Emleys Hill Road Cream Ridge, NJ 08514	Contract		\$ 2.2 million
19. Comedy Central (MTV Networks)  345 Hudson St. 9th Floor New York , NY 10014	Meghan Conway  meghan.conway@comedycentral.com  (212) 767-4284  345 Hudson St. 9th Floor New York, NY 10014	Advances	Contingent	\$ 2.1 million
20. Writers Guild of America  7000 West Third Street Los Angeles, CA 90048-4329	David Young  dyoung@wga.org  (323) 782-4801  7000 West Third Street Los Angeles, CA 90048-4329	Contract		\$ 2.0 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
21. Spike TV (MTV Networks)  345 Hudson St. 7th Floor New York , NY 10014	Aleena Maher  Aleena.Maher@spike tv.com  201 766-7076  345 Hudson St. 7th Floor New York, NY 10014	Advances	Contingent	\$ 2.0 million
22. Directors Guild of America  7920 Sunset Boulevard Los Angeles, CA 90046	Jay Roth  jdroth@dga.org  (310) 289-2029  7920 Sunset Boulevard Los Angeles, CA 90046	Contract		\$ 2.0 million
23. Chartoff-Winkler Productions  11812 San Vicente Blvd, Ste.200 Los Angeles, CA 90049	Matthew Fishburn  matt@brentwoodmg mt.com  (310) 820-5354  c/o Brentwood Management Group  11812 San Vicente Blvd, Ste.200 Los Angeles, CA 90049	Contract		\$ 1.9 million
24. NRJ 12  46-50 Avenue Theophile Gautier Paris, France 75016	Damien Masson  dmasson@nrj.fr  +33 (0)14 071 3492  46-50 Avenue Theophile Gautier Paris, France 75016	Advances	Contingent	\$ 1.9 million



<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
25. Rogue Marble Productions of Florida, Inc.  c/o Boulevard Management 21731 Ventura Blvd. Ste. 300 Woodland Hills, CA 91364	Gina De Maria  shannon@blvdmgmt.com  (818) 592-6363  c/o Boulevard Management 21731 Ventura Blvd. Ste. 300 Woodland Hills, CA 91364	Contract		\$ 1.5 million
26. MBC FZ LLC  Dubai Media City P.O. Box 72627 Dubai	Carlie Goode  carlie.goode@mbc.net  971 4 391 8195  Dubai Media City P.O. Box 72627 Dubai	Advances	Contingent	\$1.4 million
27. Deluxe Digital Media Management Inc.  200 South Flower Street Burbank, CA 91502	Gray Ainsworth  Gray.Ainsworth@bydeluxe.com  (818) 525-2137  200 South Flower Street Burbank, CA 91502	Contract		\$1.3 million
28. Disney Channel  3800 W. Alameda Avenue Suite 532B Burbank, CA 91505	Vince Charles  Vince.Charles@disney.com  (818) 569-4832  3800 W. Alameda Avenue Suite 532B Burbank, CA 91505	Advances	Contingent	\$1.2 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
29. Ricky Dean, Inc. f/s/o Richard Dean Anderson  c/o ICM 10250 Constellation Blvd Los Angeles, CA 90067	Leigh Brillstein  lbrillstein@icmtalent.com  (310) 228-6891  c/o ICM 10250 Constellation Blvd Los Angeles, CA 90067	Contract		\$1.2 million
30. McLaughlin & Stern, LLP  260 Madison Avenue New York, NY 10016	Alvin Deutsch  adeutsch@mclaughlinstern.com  (212) 448-0066  260 Madison Avenue New York, NY 10016	Contract		1.2 million
31. ABC Family  3800 West Alameda Ave MC #536 Burbank, CA 91505	Beverly Luevano  Beverly.Luevano@disney.com  (818) 563-4096  3800 West Alameda Ave MC #536 Burbank, CA 91505	Advances	Contingent	\$1 million
32. ProSiebenSat.1 Media AG  Medienallee 7 Unterfohring Germany, 85774	Ruediger Boess  ruediger.boess@prosiebensat1.de  +49 899 5071 899  Medienallee 7 Unterfohring Germany, 85774	Advances	Contingent	\$1 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
33. Netflix, Inc.  345 North Maple Drive, Suite 300 Beverly Hills, CA 90210	Cindy Holland  cholland@netflix.com  (310) 734-2999  345 North Maple Drive, Suite 300 Beverly Hills, CA 90210	Advances	Contingent	\$1 million
34. Pacific Western Productions, Inc.  c/o Valhalla Motion Pictures 3201 Cahuenga Blvd. West Los Angeles, CA 90068	Gale Anne Hurd  (323) 850-3041  c/o Valhalla Motion Pictures 3201 Cahuenga Blvd. West Los Angeles, CA 90068	Contract		\$1 million
35. MTV OY  Ilmalantori 2c Helsinki, Finland	Jani Hartikainen  Jani.Hartikainen@mtv3.fi  +358 10 300 5484  Ilmalantori 2c Helsinki, Finland	Advances	Contingent	\$1 million
36. MTV Networks  1515 Broadway 42nd Floor New York, NY 10036	Joshua Vodnoy  joshua.vodnoy@mtvstaff.com  (212) 846-1849  1515 Broadway 42nd Floor New York, NY 10036	Advances	Contingent	\$1 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
37. TV2/Danmark  Rugaardsvej 25 Odense C Denmark DK-5100	Birgit Rasmussen  biuh@tv2.dk  +45 65 211 499  Rugaardsvej 25 Odense C Denmark DK-5100	Advances	Contingent	\$1 million
38. Telecine Programacao de Filmes  Av. das Américas, 1650 Bloco 05 Sala T 09 A Rio De Janeiro RJ Brazil 22640-101	Felipe Mendlowicz Prado  mprado@telecine.com.br  55 21 21458295  Av. das Américas, 1650 Bloco 05 Sala T 09 A Rio De Janeiro RJ Brazil 22640-101	Advances	Contingent	\$1 million
39. Home Box Office  1100 Avenue of the Americas New York, NY 10036-6737	Agnes Letterese  Agnes.Letterese@hbo.com  (212) 364-4084  1100 Avenue of the Americas New York, NY 10036-6737	Advances	Contingent	\$0.9 million
40. Comarex S.A. de C.V.  Bosques De Duraznos No. 69-905 Col. Bosques De Las Lomas D.F. CP 11700	Agustin Chanona  achanona@tvazteca.com.mx  52 55 5251-1409 (press 514 during recorded message to send fax)  Bosques De Duraznos No. 69-905 Col. Bosques De Las Lomas D.F. CP 11700	Advances	Contingent	\$0.9 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
41. Acme Writing Co. Ltd. f/s/o Brad Wright  c/o The Rothman Brecher Agency 9250 Wilshire Blvd, Penthouse Beverly Hills, CA 90212	Robb Rothman  rrothman@rothmanbrecher.com  (310) 247-9888  c/o The Rothman Brecher Agency 9250 Wilshire Blvd, Penthouse Beverly Hills, CA 90212	Contract		\$0.9 million
42. ITV Network Limited  200 Gray's Inn Road London WC1X 8HF	Jonathan Vandermeer  jonathan.vandermeer@itv.com  +44 20 7843 8158  200 Gray's Inn Road London WC1X 8HF	Advances	Contingent	\$0.9 million
43. F.O.R.T.A.  Goya 22-4 Madrid, Spain 28001	Carmen Marin Arias  cmarin@forta.es  +34 915 765 300  Goya 22-4 Madrid, Spain 28001	Advances	Contingent	\$0.9 million
44. Leopolis TV LTD.  Island of Nevis P.O. Box 556 Charlestown	Maria Tishkova  tishkova@leopolis.ru  749 56469860  Island of Nevis P.O. Box 556 Charlestown	Advances	Contingent	\$0.8 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
45. Television Espanola  Prado del Rey Avda. Radio Televisión, 4 Madrid 28223	Carmen Lopez  carmen.lopez@rtve.es  34 91 346 34 55  Prado del Rey Avda. Radio Televisión, 4 Madrid 28223	Advances	Contingent	\$0.8 million
46. Big Jools, LLC  Provident Financial Management 2850 Ocean Park Blvd, Suite 300 Santa Monica CA 90405	Paul W. Glass  paul.w.glass@aexp.com  (310) 229-5059  Provident Financial Management 2850 Ocean Park Blvd, Suite 300 Santa Monica CA 90405	Contract		\$0.8 million
47. Broadmedia Studios Corp.  1-14-7 Tsukishima Chuo-ku Tokyo 104-0052	Akiko Yoshikawa, Assistant Gen Mngr Distribution  a-yoshikawa@bmsd.com  +81 3 5547 1531  1-14-7 Tsukishima Chuo-ku Tokyo 104-0052	Advances	Contingent	\$0.7 million
48. Televisa S.A. de C.V.  Av. Chapultepec No. 18 Piso 5 - Colonia Doctores México D.F. C.P. 06724	Mr. Oscar Dominguez Limon  odomingu@televisa.com.mx  +52 55 5261 2494  Av. Chapultepec No. 18 Piso 5 - Colonia Doctores México D.F. C.P. 06724	Advances	Contingent	\$0.7 million

<i>(1) Name of creditor and complete mailing address, including zip code</i>	<i>(2) Name, email address, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>(3) Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>(5) Amount of claim [if secured also state value of security]</i>
49. Depatie Freleng Enterprises  3425 East Stiles Avenue Camarillo CA 9301	Rhonda Short  short3729@aol.com  (805) 389-1411  3425 East Stiles Avenue Camarillo CA 93010	Contract		\$0.7 million
50. Mirisch Films, Inc.  Bldg. 1320, Ste. 2-C 100 Universal City Plaza Universal City, CA 91608	Walter Mirisch  Mirfilm@aol.com  (818) 866-1422  Bldg. 1320, Ste. 2-C 100 Universal City Plaza Universal City, CA 91608	Contract		\$0.7 million

## **EXHIBIT E**

### **Five Largest Secured Claims**

As required under Local Rule 1007-2(a)(5), the following lists the Debtors' five largest secured claims against the Debtors on a consolidated basis, prepared in accordance with the Debtors' books and records.

The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to assert that any claim or debt listed herein is a disputed claim or debt, and to challenge the priority, nature, amount, or status of any such claim or debt. The descriptions of the collateral securing the underlying obligations are intended only as brief summaries. In the event of any inconsistencies between the summaries set forth below and the respective corporate and legal documents relating to such obligations, the descriptions in the corporate and legal documents shall control. The schedule below estimates outstanding claim amounts (including, where appropriate, principal and interest) as of October 4, 2010.

<b>Creditor</b>	<b>Contact</b>	<b>Mailing Address &amp; Telephone Number</b>	<b>Principal Amount of Claim</b>	<b>Type of Collateral</b>	<b>Disputed</b>
Anchorage Capital Master Offshore Ltd	Anne-Marie Kim	610 Broadway, 6th Fl. New York, NY 10012	\$722.460 million	Substantially all assets of the Debtors	No
BLT 26 LLC	Ashwinee Sawh	c/o Credit Suisse 1 Madison Ave., 2nd Fl. New York, NY 10010	\$248.475 million	Substantially all assets of the Debtors	No
Goldman Sachs Lending Partners LLC	Lauren Day	30 Hudson St., 38th Fl. Jersey City, NJ 07302	\$242.128 million	Substantially all assets of the Debtors	No
Credit Suisse Loan Funding LLC	Ashwinee Sawh	1 Madison Ave., 2nd Fl. New York, NY 10010	\$191.073 million	Substantially all assets of the Debtors	No
Midtown Acquisitions LP	Andrew Milanez	65 East 55th St., 19th Fl. New York, NY 10022	\$190.235 million	Substantially all assets of the Debtors	No



## **EXHIBIT F**

### **Debtors' Owned and Leased Property**

As required under Local Rule 1007-2(a)(9), the following lists premises owned, leased or held under other arrangement from which the Debtors operate their business.

#### **Owned Property**

<b>Name</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
Vacant Lot	Lot No. 12, Onondaga Purchase of 1817	Onondaga	NY	13084

#### **Leased Property<sup>1</sup>**

<b>Landlord</b>	<b>Address</b>	<b>City</b>	<b>State/Country</b>	<b>Zip</b>
Constellation Place, LLC	10250 Constellation Boulevard	Los Angeles	CA	90067
1350 LLC	1350 Avenue of the Americas, 24-25 <sup>th</sup> Floors <sup>2</sup>	New York	NY	10019
Lakeside Commons Limited Partnership	990 Hammond Drive, Suite 770	Atlanta	GA	30328
Trenton Property, LLC	10567 Jefferson Boulevard	Culver City	CA	90232
Dolp 655 Properties II LLC	655 Third Avenue, 25 <sup>th</sup> and 27 <sup>th</sup> Floor	New York	NY	10017
Wittington Properties Limited	22 St. Clair Avenue East, Suite 1601	Toronto	Ontario, Canada	M4T 2S3
Clerical Medical Investment Group Limited	5/19 Kew Road, 2 <sup>nd</sup> Floor and 9/12 Parkshot	Richmond, Surrey	England	TW9 2PR
Lewis (Ayr) Limited	Orion House, Seventh Floor, 5 Upper St. Martin's Land	London	England	WC2
Pinewood Studios Limited	Main Administration Building, Pinewood Studios	Iver Heath, Bucks	England	SLO ONH
Iron Mountain	1137 Branchton Road Room 3-N-E-1	Boyers	PA	16020

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<sup>1</sup> The classification of the contractual agreements listed herein as real property leases or property held by other arrangements is not binding upon the Debtors. Due to the size and complexity of the Debtors business operations, this list may not be inclusive of all of the real property leased by the Debtors. Moreover, some of the leases listed herein may have expired or may have been terminated.

<sup>2</sup> The Debtors have a separate lease for a portion of the ground floor and basement of this property, which lease was assigned to Dolby Laboratories, Inc. The Debtors remain secondarily liable for the payment on the lease.

## **EXHIBIT G**

As required under Local Rule 1007-2(a)(10), the following describes the location of the Debtors' substantial assets, the location of its books and records, and the nature, location, and value of any assets held by the Debtors outside the territorial limits of the United States.

### **Location of the Debtors' Substantial Assets**

The Debtors maintain bank accounts at various institutions. The Debtors also have assets in every location from which they operate their business, including the premises listed on Exhibit F.

### **Location of the Debtors' Books and Records**

MGM Holdings Inc.  
10250 Constellation Blvd.  
Los Angeles, CA 90067

### **Nature, Location, and Value of Assets Located Outside of the United States**

The Debtors maintain a limited number of bank accounts outside of the United States. Although funding levels fluctuate, on average, the Debtors fund approximately \$900,000 per month to maintain their European operations and approximately \$235,000 per quarter to fund their Australian and Asian operations. In addition, the Debtors also have assets, including furniture, fixtures and equipment, in leased office space located in Canada and England. See Exhibit F.

## **EXHIBIT H**

### **Senior Management**

As required under Local Rule 1007-2(a)(12), the following lists the names of the individuals who comprise the Debtors' executive officers, their tenure with the Debtor, and a brief summary of their relevant responsibilities and experience.

<b>Name/Position</b>	<b>Experience/Responsibilities</b>
Stephen Cooper – Vice Chairman, Office of CEO	<p>On August 12, 2009, the Company hired restructuring expert Stephen Cooper ("Cooper"), co-founder and former chairman of the restructuring firm Zolfo Cooper. Cooper serves as vice chairman of the Company and is a member of the Office of the Chief Executive Officer of MGM Holdings Inc.</p> <p>Earlier in 2009, Cooper was appointed an independent member of the supervisory board of LyondellBasell Industries and chairman of its restructuring committee. Cooper recently served as the CEO of Hawaiian Telcom and provided management services to American Home Mortgage. Other recent engagements include serving as executive chairman of Blue Bird, a leading bus manufacturer, and chairman of the board of auto supplier Collins &amp; Aikman. In 2005 Cooper was CEO of Krispy Kreme Doughnuts; from 2002-2005 he served as CEO and CRO of Enron. See <u>Exhibit I</u> for further detail.</p>
Charles Cohen – Senior Executive Vice President	<p>Mr. Cohen oversees all business and financial operations for The Motion Picture Group. He is also responsible for the record-breaking <i>Stargate</i> television franchise, the Home Entertainment Production business, and MGM-On-Stage.</p> <p>Prior to his current position, Mr. Cohen was MGM's Executive Vice President, Financial Planning, a position he held from 1997 to 2008. He joined MGM in 1986 as a Senior Financial Analyst.</p>
Steve Hendry – Senior Executive Vice President, Finance	<p>Named to his current post in 2008, Mr. Hendry oversees all of the Company's finance activities as well as administration. From 2005 to 2008, he was Executive Vice President and Chief Financial Officer of MGM. Mr. Hendry joined MGM in 1998 as Senior Vice President, Financial Planning.</p> <p>Prior to his tenure at MGM, Mr. Hendry was with Virgin Interactive as Vice President Worldwide Planning from 1997 to 1998. From 1992 to 1997, Mr. Hendry was an executive at Paramount Pictures, serving as Executive Director, Financial Reporting.</p>
Erik Lomis – President, Worldwide Theatrical Distribution, Home Entertainment &	<p>Mr. Lomis was named President, Worldwide Theatrical Distribution, Home Entertainment &amp; Acquisitions of Metro-Goldwyn-Mayer Studios Inc. in March 2009. In his current role, Mr. Lomis oversees the marketing and distribution of MGM's international theatrical and home entertainment releases, which are</p>

Name/Position	Experience/Responsibilities
Acquisitions	<p>handled by Twentieth Century Fox.</p> <p>Mr. Lomis has been a prominent executive and consultant at MGM over the past decade. From 2000 until 2005, Mr. Lomis held the post of MGM's President of Domestic Distribution.</p> <p>Before his tenure with MGM, Mr. Lomis was the head of the National Film Department at United Artists Theatres, as well as the head film buyer at Sameric Corp.</p>
Gary Marenzi – Co-President, Worldwide Television	<p>Mr. Marenzi re-joined MGM in May 2007, and he shares overall responsibility for the Worldwide Television division with Co-President Jim Packer. Mr. Marenzi's duties include overseeing both production and distribution for television and digital media at MGM.</p> <p>Prior to his appointment at MGM, Mr. Marenzi was President of Marenzi &amp; Associates, which he founded in 2004 to provide strategic management advice and implementation for the media and entertainment industry. Prior to founding his own firm, Mr. Marenzi was President of International Television for Paramount Pictures for seven years.</p> <p>Between 1992 and 1997, Mr. Marenzi was President of the MGM Telecommunications Group, where he was responsible for all of MGM's international television and worldwide pay television business activities.</p>
Jim Packer – Co-President, Worldwide Television	<p>Mr. Packer is Co-President of MGM's Worldwide Television division. In his current role, Mr. Packer oversees all forms of TV distribution and ad sales for MGM product including free-to air, cable, satellite and digital in the U.S. and Canada. In addition, Mr. Packer oversees the MGM Channels Group and launched MGM HD, the studio's first wholly-owned channel in the US and Impact, the studio's first Video-On-Demand network launched in partnership with Comcast.</p> <p>Mr. Packer first came to MGM in 2001. Prior to MGM, he was an executive with The Walt Disney Company, where he spent 15 years working in Buena Vista's Domestic Television Distribution unit.</p>
Scott Packman – Executive Vice President, Secretary and General Counsel	<p>Named to his current post in April of 2005, Mr. Packman oversees all areas of the Company's legal affairs, including corporate transactional matters such as acquisitions, joint ventures and other strategic alliance opportunities for MGM as well as worldwide film and television financings and licensing transactions.</p> <p>Before coming to MGM, he was General Counsel, EVP of Business and Legal Affairs, and Corporate Secretary with entertainment software company Creative Planet, Inc. Prior to his tenure with Creative Planet, Mr. Packman was with the law firms of O'Melveny and Myers, LLP and Rogers &amp; Wells.</p>

## **EXHIBIT I**

### **Stephen F. Cooper Biography**

Co-founder and former chairman of Zolfo Cooper, Steve Cooper continues to provide strategic advice on select restructuring matters.

With more than 30 years of experience as a financial advisor, Steve is a sought-after interim executive and advisor to companies facing operational and performance issues. In August 2009, Steve was named vice chairman and a member of the office of the CEO of MGM. Earlier in the year, he was appointed an independent member of the supervisory board of LyondellBasell Industries and chairman of its restructuring committee. Steve recently served as the CEO of Hawaiian Telcom and provided management services to American Home Mortgage. Other recent engagements include serving as executive chairman of Blue Bird, a leading bus manufacturer, and chairman of the board of auto supplier Collins & Aikman. In 2005 Steve was CEO of Krispy Kreme Doughnuts; from 2002-2005 he served as CEO and CRO of Enron.

A turnaround industry pioneer, Steve has worked on both the creditor and company sides of distressed situations. Through managing more than 300 engagements, Steve has earned an international reputation as a creative problem-solver who can craft constructive business solutions out of complex, contentious situations. His track record includes prominent engagements such as Laidlaw, Washington Group, Morrison Knudsen, Federated Department Stores and numerous others.

Previously, Steve was a financial consulting partner of Touche Ross (now Deloitte & Touche), where he was also a founding partner of that firm's reorganization advisory services group.

He holds a B.A. from Occidental College and an M.B.A. from the University of Pennsylvania's Wharton School. Steve is a member of the American Institute of Certified Public Accountants, the New York State Society of Certified Public Accountants, the Institute of Management Accountants, the Turnaround Management Association and the Association of Insolvency and Restructuring Advisors. He has also been named a fellow of the American Bankruptcy Institute and is a founding member of the International Insolvency Institute. In addition, Steve is a frequent speaker and author on the subjects of leadership and financially troubled companies.

**EXHIBIT J**

**Cash Collateral Budget**

MGM Inc. Bankruptcy Budget  
\$ in '000s

Reporting Calendar	Week 44 11/1-11/6	Week 45 11/7-11/13	Week 46 11/14-11/20	Week 47 11/21-11/30	Week 48 12/1-12/4	Week 49 12/5-12/11	Week 50 12/12-12/18	Week 51 12/19-12/25	Week 52 12/26-12/31	Week 1 1/1-1/8	Week 2 1/9-1/15	Week 3 1/16-1/22	Week 4 1/23-1/31	Week 5 2/1-2/5	Week 6 2/6-2/12	15 Week Total
Bankruptcy Calendar	Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	
Forecast																
Motion Picture Group																
Theatrical Receipts:																
Domestic Receipts	45	5	15	5	55	5	5	5	5	95	5	245	5	45	5	545
Foreign Receipts, net	0	0	0	(637)	0	0	0	0	0	0	0	0	0	0	0	(637)
Costs:																
Production Cost: Film and TV (1)	(2,317)	(1,939)	(1,128)	(2,763)	(1,350)	(764)	(3,564)	(485)	(1,109)	(37)	(6,453)	(37)	(2,072)	(25)	(9,080)	(33,125)
Releasing & Distribution Costs	(62)	(47)	(57)	(56)	(39)	(38)	(38)	(38)	(36)	(47)	(47)	(47)	(47)	(47)	(47)	(693)
Total Motion Picture Group	(2,334)	(1,981)	(1,170)	(3,451)	(1,334)	(797)	(3,597)	(518)	(1,140)	11	(6,495)	161	(2,114)	(27)	(9,122)	(33,910)
Television																
Television Receipts:																
Barter	291	291	291	2,291	0	143	291	291	2,291	87	291	291	2,291	87	291	9,511
Domestic Pay & Free Television	517	0	9,022	2,528	3,646	1,573	3,504	6,625	3,697	6,797	380	3,490	7,037	4,000	4,000	56,816
HD Channel	33	250	250	600	0	33	250	250	600	33	250	250	600	33	250	3,684
Digital	0	0	0	1,233	0	0	0	1,656	0	0	0	0	2,054	0	0	4,943
International Pay & Free TV	2,522	123	497	4,590	1,652	3,000	3,382	1,982	25,019	4,720	5,970	4,720	7,325	2,365	2,365	70,230
Costs:																
TV Releasing & Distribution	(1,579)	(1,583)	(1,583)	(1,787)	(1,569)	(1,559)	(1,559)	(1,776)	(1,565)	(1,435)	(1,435)	(1,435)	(1,435)	(1,435)	(1,435)	(23,170)
Total Television	1,784	(920)	8,476	9,454	3,728	3,189	5,867	9,028	30,041	10,202	5,456	7,316	17,872	5,050	5,470	122,013
Home Video																
Home Video Receipts																
Fox Net Receipts	0	0	0	9,241	0	0	0	0	2,019	0	0	0	9,540	0	0	20,801
Advance Repayments and Other	0	0	(90)	0	0	0	(250)	0	0	0	0	(250)	0	0	0	(590)
Total Home Video	0	0	(90)	9,241	0	0	(250)	0	2,019	0	0	(250)	9,540	0	0	20,211
Ancillary (Consumer Products, Interactive, LBE, Clips & Stills)																
Receipts	243	186	259	694	206	242	222	216	2,272	165	1,532	354	683	212	217	7,702
Costs:																
Third Party Share	(54)	0	(41)	(1,549)	0	(46)	(343)	0	(900)	0	0	0	(1,906)	0	0	(4,838)
Releasing & Distribution Costs	(32)	(82)	(125)	(222)	(117)	(67)	(62)	(45)	(231)	(81)	(48)	(35)	(245)	(10)	(156)	(1,558)
Total Ancillary	157	104	94	(1,077)	89	129	(183)	171	1,141	84	1,484	319	(1,468)	202	61	1,306
Music																
Receipts	50	33	73	35	46	68	41	75	73	20	45	55	56	45	65	780
Disbursements	(14)	(8)	(64)	(93)	(9)	(8)	(8)	(4)	(14)	(2)	(2)	(12)	(4)	(3)	(3)	(248)
Total Music	36	25	9	(58)	37	60	33	71	59	18	43	43	52	42	62	532
International Channels																
Receipts	277	115	0	2,378	0	0	0	0	1,383	0	0	0	838	0	0	4,991
Releasing & Distribution Costs	(299)	0	0	(376)	0	0	0	0	(374)	(1,188)	0	0	0	(528)	0	(2,765)
Total International Channels	(22)	115	0	2,002	0	0	0	0	1,010	(1,188)	0	0	838	(528)	0	2,226
Entitlements & Other: Incl Sony Buyout	90	90	90	90	(1,735)	90	90	90	90	5	5	5	5	5	5	(984)
Other Distribution Costs	(302)	(302)	(302)	(481)	(302)	(302)	(302)	(481)	(164)	(164)	(164)	(164)	(343)	(164)	(164)	(4,240)
Participations & Residuals	(3,018)	(13,828)	(14,075)	(5,049)	(627)	216	(13,166)	(645)	(196)	(186)	(14,740)	(9,807)	(5,364)	(359)	673	(80,170)
Joint Venture Dividends/(Funding)	0	0	0	(227)	0	0	0	0	0	(250)	0	0	0	(4,000)	0	(4,477)
Overhead & Other	(4,340)	(1,095)	(2,789)	(1,462)	(4,931)	(1,447)	(3,022)	(1,328)	(3,146)	(2,443)	(2,568)	(902)	(2,939)	(2,446)	(2,739)	(37,597)
Advisory Fees/Restructuring Costs	(1,203)	(2,428)	(428)	(703)	(375)	(300)	(300)	(300)	(575)	(350)	(300)	(300)	(575)	(350)	(300)	(8,787)
Capital Expenditures	(49)	(58)	(52)	(100)	(89)	(123)	(84)	(64)	(63)	(116)	(335)	(86)	(84)	(36)	(56)	(1,395)
Operating Cash Flow	(9,202)	(20,278)	(10,237)	8,180	(5,539)	716	(14,914)	6,204	28,759	5,623	(17,615)	(3,665)	15,420	(2,613)	(6,110)	(25,271)
Interest, Net (2)	(40)	(40)	(102)	(50)	(40)	(40)	(80)	(45)	(334)	(30)	(30)	(70)	(30)	(30)	(30)	(991)
Net Film Financing	(276)	0	(12,350)	0	(59)	0	(11,723)	0	0	0	(418)	0	0	(173)	0	(24,999)
Net Cash Flow	(9,518)	(20,318)	(22,690)	8,130	(5,638)	676	(26,717)	6,159	28,425	5,593	(18,063)	(3,735)	15,390	(2,816)	(6,140)	(51,261)
Projected Liquidity (3)																
Beginning Book Balance	125,656	116,138	95,820	73,131	81,261	75,623	76,300	49,583	55,742	84,167	89,760	71,697	67,962	83,351	80,536	125,656
Period Net Cash Flow	(9,518)	(20,318)	(22,690)	8,130	(5,638)	676	(26,717)	6,159	28,425	5,593	(18,063)	(3,735)	15,390	(2,816)	(6,140)	(51,261)
Ending Book Balance	116,138	95,820	73,131	81,261	75,623	76,300	49,583	55,742	84,167	89,760	71,697	67,962	83,351	80,536	74,395	74,395

(1) The current cash forecast includes the assumption that MGM will fund its share of the development/production costs for the Hobbit films.  
(2) Assumes MGM remains in bankruptcy throughout the budget period; costs associated with the exit from bankruptcy are not reflected.  
(3) Cash flows exclude cash balances in United Artists production accounts, cash balances in LLC accounts and cash in Foreign Accounts (outside North America).